KAMALA D. HARRIS Attorney General of California DIANE S. SHAW Supervising Deputy Attorney General LISA W. CHAO, SB# 198536 Deputy Attorney General 300 South Spring Street, Room 1702 Los Angeles, California 90071 5 Telephone: (213) 897-2481; Facsimile: (213) 897-5775 E-mail: Lisa.Chao@doj.ca.gov 6 LEWIS BRISBOIS BISGAARD & SMITH LLP MICHAEL R. WEISS, SB# 180946 E-Mail: Michael. Weiss@lewisbrisbois.com 633 West 5th Street, Suite 4000 Los Angeles, California 90071 Telephone: 213.250.1800; Facsimile: 213.250.7900 Attorneys for Applicant 10 INSURANCE COMMISSIONER OF THE STATE OF CALIFORNIA 11 SUPERIOR COURT OF THE STATE OF CALIFORNIA 12 FOR THE COUNTY OF LOS ANGELES 13 14 INSURANCE COMMISSIONER OF THE Case No. BS123005 STATE OF CALIFORNIA, 15 The Hon. Joanne O'Donnell, Applicant, Dept. 86 16 V. [PROPOSED] ORDER GRANTING 17 LIQUIDATOR'S APPLICATION FOR GOLDEN STATE MUTUAL LIFE ORDER AUTHORIZING LIQUIDATOR INSURANCE COMPANY, a California 18 corporation, TO SELL GOLDEN STATE'S ART 19 COLLECTION TO THE LOS ANGELES Respondent. COUNTY ARTS COMMISSION 20 [Filed concurrently with Notice of Application, 21 Memorandum and Proof of Servicel 22 Date: August 28, 2015 23 Time: 9:30 a.m. Dept: 86 24 25 /// 26 111 27 /// 28 /// 4833-4797-8021.1

LEWIS BRISBOIS BISGAARD & SMITH LLP ATTORNEYS AT LAW

On August 28, 2015, in Department 86 of the Los Angeles Superior Court for the State of California, County of Los Angeles, located at 111 N. Hill Street, Los Angeles, California 90012, the Honorable Joanne O'Donnell, Judge Presiding (the "Court"), held the hearing on the Application For Order Authorizing Liquidator To Sell Golden State's Art Collection To The Los Angeles County Arts Commission ("Application"), filed by Applicant Insurance Commissioner of the State of California in his capacity as Liquidator ("Liquidator") of Golden State Mutual Life Insurance Company ("Golden State").

Michael R. Weiss appeared on behalf of the Liquidator. Other appearances, if any, are noted in the record.

The Court, having read and considered the Liquidator's Application, the Notice, Memorandum of Points and Authorities, Declarations of Scott Pearce and Michael R. Weiss, and evidence in support of the Application, and all documents and evidence submitted, and having heard and considered the arguments presented to the Court, and upon good cause shown,

IT IS HEREBY ORDERED that the Application is granted and that:

- 1. The Liquidator is authorized to sell Golden State's Art Collection consisting of 123 works of art to the Los Angeles County Arts Commission ("County Arts Commission") for \$65,000, pursuant to the terms of the Art Work Sale Agreement by and between the Liquidator and the County Arts Commission; and
- 2. The Liquidator is authorized to take any and all actions necessary to accomplish the purposes of this Order.

DATED:

THE HONORABLE JOANNE O'DONNELL Los Angeles Superior Court Judge

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